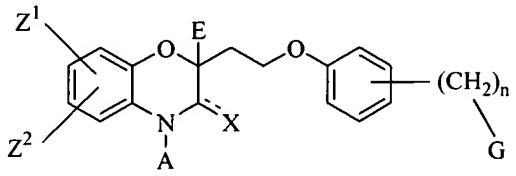
Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (currently amended) A compound of Formula (**I**):



I

or an optical isomer, enantiomer, diastereomer, racemate or racemic mixture thereof, ester, prodrug form, or a pharmaceutically acceptable salt thereof, wherein

A is selected from aryl, heterocyclyl, and C_1-C_{10} alkyl, said aryl, heterocyclyl, and C_1-C_{10} alkyl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C_3-C_8 cycloalkyl, C_1-C_{10} alkyl substituted with a halogen, C_1-C_{10} alkyl ether, heterocyclyl, carbonyl, oxime, $-N(R^1)(SO_2R)$, $-C(NNR^3R^4)R^1$, $-COOR^1$, $-CONR^1R^2$, $-OC(O)R^1$, $-OC(O)OR^1$, $-OC(O)NR^1R^2$, $-NR^1R^2$, $-NR^3C(O)R^1$, $-NR^3C(O)OR^1$, and $-NR^3C(O)NR^1R^2$, wherein

R is selected from C_1-C_6 alkyl, trifluoromethyl, phenyl, and substituted phenyl;
R^1 and R^2 are independently selected from hydrogen, C_1-C_{10} alkyl, aryl, heterocyclyl, and alkylaryl, or R^1 and R^2 may be taken together to form a 5- to 10-member ring; and
R^3 and R^4 are independently selected from hydrogen, C_1-C_{10} alkyl, aryl, heterocyclyl, alkylaryl,
$-C(O)R^1$, or $-C(O)NR^1R^2$;

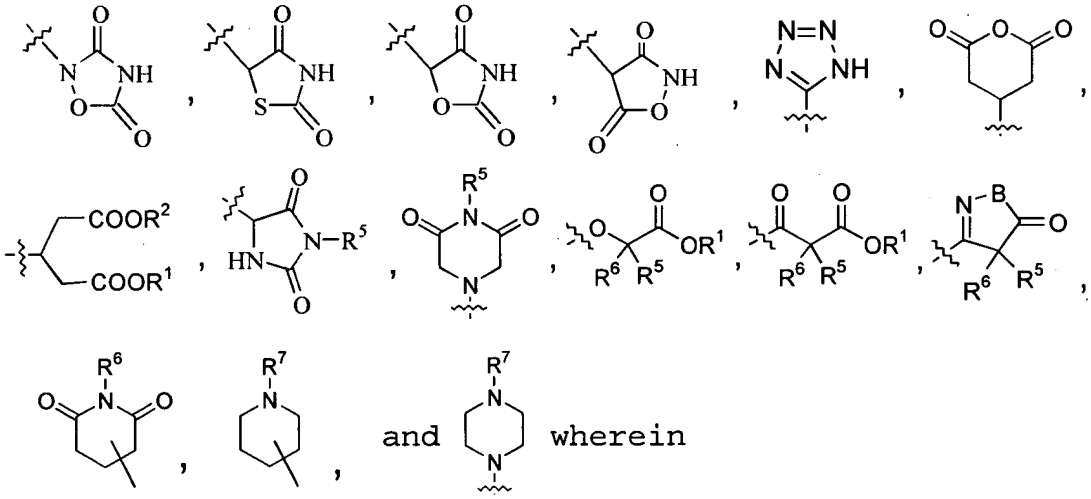
Z^1 is selected from hydrogen, C_1-C_6 alkyl, aryl, heterocyclyl, $COOR^1$, $CONR^1R^2$, OH, C_1-C_6 alkyl ether, $-OC(O)R^1$, $-OC(O)OR^1$, $-OC(O)NR^1R^2$, $-NR^1R^2$, $-NR^3C(O)R^1$, $-NR^3C(O)OR^1$, $-NR^3C(O)NR^1R^2$, halogen, $-C(O)R^1$, $-C(NR^3)R^1$, $-C(NOR^3)R^1$, and $-C(NNR^3R^4)R^1$;

Z^2 is selected from hydrogen, halogen, C_1-C_6 alkyl;

Z^1 and Z^2 may together form a fused aromatic ring;

n is an integer from 0 to 3;

G is selected from -$COOR^1$, -$C(O)COOR^1$, -$CONR^1R^2$, -CF_3, -$P(O)(OR^1)(OR^2)$, -S-R^8, -O-R^8,



and wherein

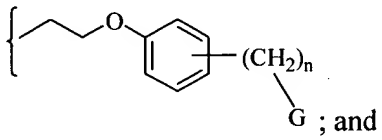
R^5 and R^6 are independently hydrogen or C_1-C_6 alkyl;

R^7 is hydrogen, C_1-C_6 alkyl, or -$C(O)R^5$;

R^8 is selected from the group consisting of hydrogen, C_1-C_6 alkyl, and substituted C_1-C_6 alkyl; and

B is oxygen or -NR^5;

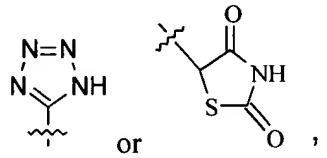
E is selected from hydrogen, C_1-C_6 alkyl and a moiety of the formula



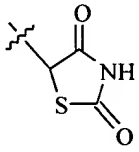
; and

X is hydrogen or oxygen, with the proviso that

when E is hydrogen and G is -COOH, $-COOCH_3$, or a moiety of the formula of



A is selected from the group consisting of aryl, heterocyclyl, substituted C_1-C_6 alkyl and C_7-C_{10} alkyl, provided that when X is hydrogen, n is 1 and G is a moiety of the formula of



A is selected from the group consisting of heterocyclyl, and C_7-C_{10} alkyl.

2. (Currently amended) A compound of Claim 1 wherein

A is selected from aryl, heterocyclyl, and C_1-C_{10} alkyl, said aryl, heterocyclyl, and C_1-C_{10} alkyl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C_3-C_8 cycloalkyl, C_1-C_{10} alkyl substituted with a halogen, C_1-C_{10} alkyl ether, heterocyclyl, carbonyl, oxime, $-C(NNR^3R^4)R^1$, $-COOR^1$, $-CONR^1R^2$, $-OC(O)R^1$, $-OC(O)OR^1$, $-OC(O)NR^1R^2$, $-NR^1R^2$, $-NR^3C(O)R^1$, $-NR^3C(O)OR^1$, and $-NR^3C(O)NR^1R^2$, wherein

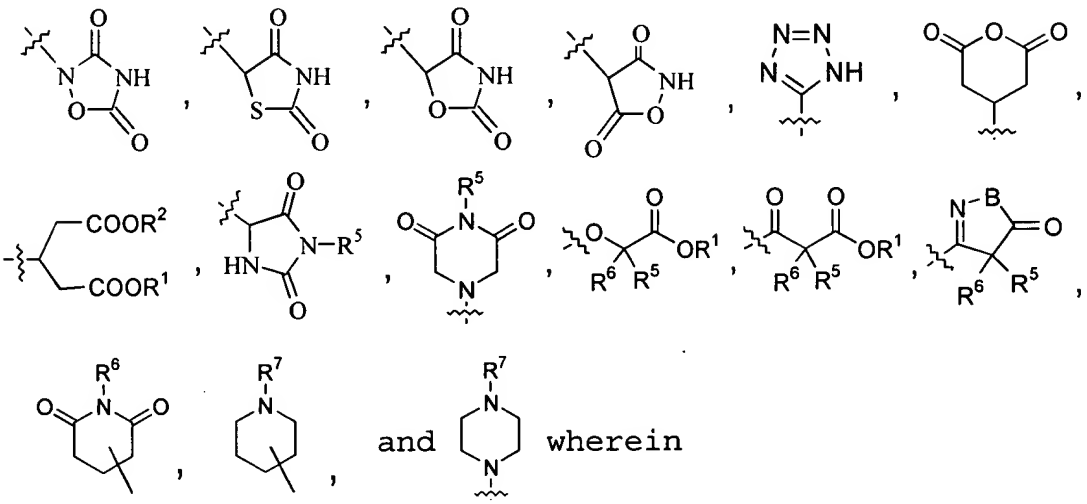
R^1 and R^2 are independently selected from hydrogen, C_1-C_{10} alkyl, aryl, heterocyclyl, and alkylaryl, or R^1 and R^2 may be taken together to form a 5- to 10-member ring; and

R^3 and R^4 are independently selected from hydrogen, C_1-C_{10} alkyl, aryl, heterocyclyl, alkylaryl,

$-C(O)R^1$, or $-C(O)NR^1R^2$;

and

G is selected from -$COOR^1$, -$C(O)COOR^1$, -$CONR^1R^2$, -CF_3, -$P(O)(OR^1)(OR^2)$, -S-R^8,



R^5 and R^6 are independently hydrogen or C_1-C_6 alkyl;

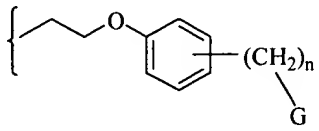
R^7 is hydrogen, C_1-C_6 alkyl, or -$C(O)R^5$;

R^8 is selected from the group consisting of hydrogen, C_1-C_6 alkyl, and substituted C_1-C_6 alkyl; and

B is oxygen or -NR^5.

3. (original) A compound of Claim 1 wherein X is oxygen.

4. (original) A compound of Claim 1 wherein E is C_1-C_6 alkyl or a moiety of the formula



wherein G and n are as claimed in Claim 1.

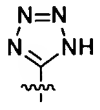
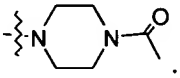
5. (original) A compound of Claim 1 wherein A is optionally substituted C_1-C_6 alkyl or optionally substituted aryl.

6. (original) A compound of Claim 5 wherein A is substituted C_1-C_6 alkyl and G is -COOH or -$COOCH_3$.

7. (original) A compound of Claim 1 wherein

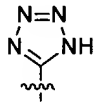
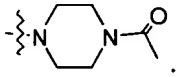
A is optionally substituted C_1-C_6 alkyl or optionally substituted aryl;

X is oxygen; and

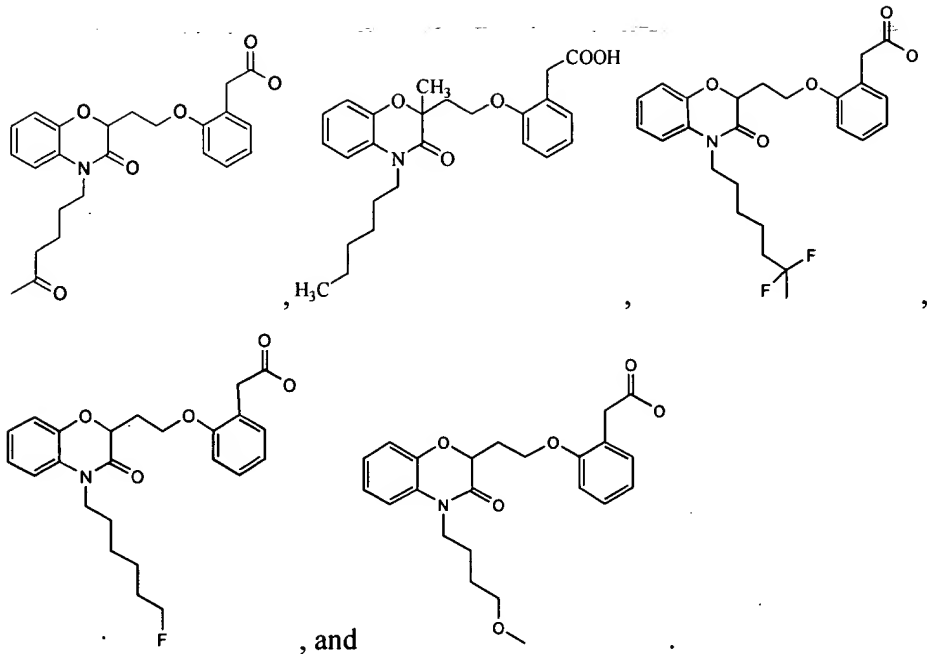
G is selected from -$COOR^1$, -$CONR^1R^2$, -CF_3,  , -$P(O)(OR^1)(OR^2)$, -S-R^8, -O-R^8, and  .

8. (original) A compound of Claim 7 wherein

A is C_1-C_6 alkyl or aryl, said C_1-C_6 alkyl or aryl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C_3-C_8 cycloalkyl, C_1-C_{10} alkyl substituted with a halogen, C_1-C_{10} alkyl ether, heterocyclyl, carbonyl, oxime, -$C(NNR^3R^4)R^1$, -$COOR^1$, -$CONR^1R^2$, -$OC(O)R^1$, -$OC(O)OR^1$, -$OC(O)NR^1R^2$, -NR^1R^2, -$NR^3C(O)R^1$, -$NR^3C(O)OR^1$, and -$NR^3C(O)NR^1R^2$; and

G is selected from -$COOR^1$, -$CONR^1R^2$, -CF_3,  , -$P(O)(OR^1)(OR^2)$, -S-R^8, and  .

9. (original) A compound of Claim 1 which is selected from



, and

10. (original) A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

11. (original) A method of treating a subject suffering from a disorder in glucose and lipid metabolism, which comprises administering to the subject a therapeutically effective amount of a compound of Claim 1.

12. (original) A method of inhibiting in a subject the onset of a disorder in glucose and lipid metabolism, which comprises administering to the subject a prophylactically effective dose of a compound according to Claim 1.

13. (original)A method of Claim 11 or 12 wherein said disorder is a condition of reduced insulin sensitivity.

14. (currently amended) A method of Claim 13 wherein said condition of reduced insulin sensitivity is Non-Insulin Dependent Diabetes Mellitus.

15. (currently amended) A method of Claim 11 or 12 wherein said disorder is selected from Non-Insulin Dependent Diabetes Mellitus, obesity, nephropathy, neuropathy,

retinopathy, atherosclerosis, polycystic ovary syndrome, ischemia, hypertension, stroke, and heart disease.

16. (currently amended) A method of Claim 15 wherein said condition is Non-Insulin Dependent Diabetes Mellitus.

17. (original) A method of Claim 15 wherein said condition is obesity.

18. (original) A method of Claim 15 wherein said condition is hypertension.

19. (original) A process for making a pharmaceutical composition comprising mixing any of the compounds according to Claim 1 and a pharmaceutically acceptable carrier.